

June 16, 1987

**Trembath
McCabe
Schwartz
Evans & Levy**
PROFESSIONAL LAW CORPORATION

6/17/87
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CC Washington, D.C. 1 5247
RECORDATION NO. Filed 1426
JUN 17 1987 - 3 20 PM

Gerald J. Beaudoin
James N. Dawe
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Michael P. McCabe
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James R. Trembath

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee, Recordation
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

FEDERAL EXPRESS

Re: Memorandum of Lease Agreement-
Chicago, Missouri & Western Railway Company
Our file No. 00874-002

Dear Ms. Lee:

Enclosed for filing are the following:

1. One originally executed and acknowledged "Memorandum of Lease between Chicago, Missouri & Western Railway Company ("Lessee") and PLM Investment Management, Inc. ("Lessor") April 24, 1987", covering 62 locomotives identified therein;
2. A photocopy of the Memorandum of Lease; and
3. Check in the amount of Ten Dollars (\$10.00) to cover the filing fee.

The parties involved and their respective addresses are as follows:

Lessor

PLM Investment Management, Inc.
as agent for PLM Equipment Growth
Fund
655 Montgomery Street, Suite 1200
San Francisco, California 94111

Lessee

Chicago, Missouri & Western
Railway Company
307 North Michigan Avenue
Suite 2200
Chicago, Illinois 60601

Please return the photocopy with the recordation information
in the enclosed Federal Express mailer.

Ms. Mildred Lee, Recordation
June 16, 1987
Page two

**Trembath
McCabe
Schwartz
Evans & Levy**
PROFESSIONAL LAW CORPORATION

Please contact me at the above telephone number should you have any questions.

Very truly yours,

TREMBATH, McCABE, SCHWARTZ, EVANS & LEVY
A Professional Law Corporation



JAMES N. DAWE

JND/lls

enclosures

cc: Mr. Robert N. Tidball
Mr. Stephen M. Bess
Robert S. Leichtner, Esq.

Interstate Commerce Commission

Washington, D.C. 20423

6/17/87

OFFICE OF THE SECRETARY

James N. Dawe

Trembath, McCabe, et al
1320 Willow Pass Road, Suite 500
Concord, California 94520

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/17/87 at 3:30pm, and assigned recordation number(s). 15247

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

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RECORD DAYTON NO. Filed 1425

JUN 17 1987 -3 30 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE

BETWEEN

CHICAGO, MISSOURI & WESTERN RAILWAY COMPANY ("LESSEE")

AND

PLM INVESTMENT MANAGEMENT, INC. ("LESSOR")

April 24, 1987

Memorandum of a Lease Agreement for Locomotives ("Lease Agreement") made and entered into as of April 24, 1987 by and between Chicago, Missouri & Western Railway Company, an Illinois corporation, ("Lessee") and PLM Investment Management, Inc., a California corporation, as agent for PLM Equipment Growth Fund ("Lessor").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor sixty-two (62) locomotives bearing the railroad reporting markings set forth on Schedule 1.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

CHICAGO, MISSOURI & WESTERN RAILWAY COMPANY

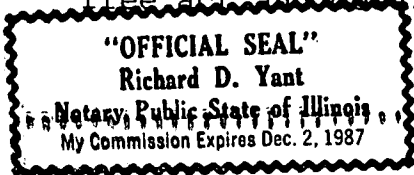
By *John A. Darling*
President

PLM INVESTMENT MANAGEMENT, INC.

By *M. M. Lieber*
ATTORNEY IN FACT

STATE OF ILLINOIS)
 (
COUNTY OF COOK)

On this 24th day of April, 1987, before me personally appeared John A. Darling, to me personally known, who being by me duly sworn, says that he is the ~~Vice~~ President of Chicago, Missouri & Western Railway Company, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of said instrument was his free act and deed.

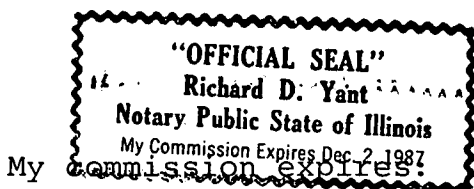


Richard D. Yant
NOTARY PUBLIC

My commission expires:

Illinois
STATE OF ~~CALIFORNIA~~)
Cook (
COUNTY OF ~~SAN FRANCISCO~~)

On this 24th day of April, 1987, before me personally appeared Robert N. Tedwell, to me personally known, who being by me duly sworn, says that he is ~~Vice President~~ Attorney-in-Fact of PLM Investment Management, Inc., that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



Richard D. Yant
NOTARY PUBLIC

SCHEDULE 1
TO MEMORANDUM OF LEASE

Identity of Locomotives:

<u>NO.</u>	<u>TYPE</u>	<u>MANUFACTURER</u>	<u>YEAR OF MANUFACTURER</u>	<u>RUNNING MARKS</u>
29	GP-38	EMD	1969	Conrail 7747 7773 7789 7807 7750 7774 7793 7810 7761 7777 7798 7815 7762 7779 7799 7823 7763 7684 7800 7764 7786 7804 7765 7787 7805 7767 7788 7806 ICG 9712 (formerly known as ICG 9512)
10	GP-40	EMD	1970	WP 3517 through 3526
16	GP-40	EMD	1971	WP 3528 through 3544 (except WP 3540)
7	SW-1500	EMD	1973	PLE 1534, 1536, 1537, 1538, 1541, 1542, 1543

Scheduled 1 Continued

Locomotives may be renumbered as follows:

<u>NO.</u>	<u>TYPE</u>	<u>MANUFACTURER</u>	<u>RUNNING MARKS</u>
39	GP-38	EMD	CMNW 2020 through 2048
26	GP-40	EMD	CMNW 3000 through 3025
7	SW-1500	EMD	CMNW 1500 through 1506